

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hult William</u>			2. Issuer Name and Ticker or Trading Symbol <u>Tradeweb Markets Inc. [ TW ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
TRADEWEB MARKETS INC. 1177 AVENUE OF THE AMERICAS			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	NEW YORK NY 10036		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	03/20/2023		F		7,944 <sup>(1)</sup>	D	\$75.04	182,806 <sup>(2)</sup>	D	
Class A common stock	03/20/2023		A		82 <sup>(3)</sup>	A	\$0	182,888 <sup>(2)</sup>	D	
Class A common stock	03/20/2023		M <sup>(4)</sup>		45,000	A	\$20.59	227,888 <sup>(2)</sup>	D	
Class A common stock	03/20/2023		S <sup>(4)</sup>		45,000	D	\$75.2247 <sup>(5)</sup>	182,888 <sup>(2)</sup>	D	
Class A common stock	03/21/2023		M <sup>(4)</sup>		30,000	A	\$20.59	212,888	D	
Class A common stock	03/21/2023		S		30,000	D	\$75.3154 <sup>(6)</sup>	182,888	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$20.59	03/20/2023		M <sup>(4)</sup>			45,000	(7)	10/26/2028	Class A common stock	45,000	\$0	307,900	D	
Stock Option (Right to Buy)	\$20.59	03/21/2023		M <sup>(4)</sup>			30,000	(7)	10/26/2028	Class A common stock	30,000	\$0	277,900	D	

**Explanation of Responses:**

- Represents shares withheld by the issuer to satisfy the tax withholding obligation associated with the settlement of restricted stock units ("RSUs") in respect of the issuer's Class A common stock ("Class A Common Stock") held by the reporting person.
- This amount includes (i) 8,281 unvested RSUs in respect of Class A Common Stock that are scheduled to vest on March 15, 2024, (ii) 49,688 unvested RSUs in respect of Class A Common Stock that are scheduled to vest on January 1, 2024, (iii) 17,309 unvested RSUs in respect of Class A Common Stock that are scheduled to vest in equal installments on March 15, 2024 and March 15, 2025, (iv) 31,268 unvested RSUs in respect of Class A Common Stock that are rescheduled to vest on January 1, 2025, and (v) 43,128 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on March 15, 2024, March 15, 2025 and March 15, 2026, in each case, subject to the reporting person's continued employment through the applicable vesting date.
- Represents shares of Class A Common Stock acquired in connection with the settlement of certain dividend equivalent rights (the "DERs"). The DERs were granted in connection with previously awarded RSUs, and settled in shares of Class A Common Stock in connection with the settlement of the RSUs to which they relate.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 15, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.42 to \$75.77, inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 5 and 6 to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.58 to \$75.68, inclusive.
- This option is fully vested and exercisable as of the date hereof.

**Remarks:**

/s/ Scott Zucker, Attorney-in-Fact for William Hult 03/22/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**